

EXHIBIT E

MERCHANDISE RIGHTS AGREEMENT

THIS MERCHANDISE RIGHTS AGREEMENT ("Agreement") is made as of the date set forth below ("Effective Date") by and between **ZUFFA, LLC**, a Nevada limited liability company d/b/a Ultimate Fighting Championship® ("ZUFFA") and Jon Fitch ("Fighter").

7.4 This Agreement has been delivered at and shall be deemed to have been made at Las Vegas, Nevada, and shall be interpreted, and the rights and liabilities of the parties hereto determined, in accordance with the laws of the State of Nevada. ZUFFA and Fighter agree that the exclusive jurisdiction and venue for the resolution of any dispute arising from or relating to this Agreement shall lie in the Eighth Judicial District Court for the State of Nevada, sitting in Las Vegas, Nevada. Each of the parties hereto irrevocably consents to the service of process in any such proceeding by the mailing of a copy of the summons and complaint by first-class mail to such party in accordance with the notice provisions of this Agreement.

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IN WITNESS WHEREOF, the parties have executed this Agreement as of the dates set forth below, the later of which shall be the Effective Date of this Agreement.

ZUFFA, LLC

Signature: 

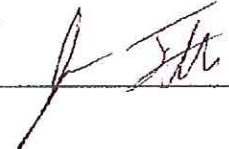
LLC Manager

Printed Name: **KIRK D. HENDRICK**
CHIEF OPERATING OFFICER

Title: _____

Date: NOV 28 2008

FIGHTER

Signature: 

Printed Name: Jon Fitch

Social Security No.: _____

Date: 11/21/08

Passport No.: _____

Passport Expiration Date: _____

APPROVED BY: 

Signature: _____

Ike Lawrence Epstein
Executive Vice President & General Counsel